FORM D

SEC

Mail Processing

Section

130331

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR LIMITED OFFERING EXEMPTION

ОМВ	APPR	OVAL

OMB Number:

3235-0076

June 30, 2008 Expires:

Estimated average burden hours per response: 16.00

SEC USE ONLY Prefix Serial DATE RECEIVED

UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED
Washington, DC	
Name of Offering (check it this is an amendment and name has changed, and indicate change.) GS TACS Market Continuous (International), LLC: Limited Liability Company (Units
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☑ Rule 506 ☐ SType of Filing: ☐ New Filing ☑ Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
GS TACS Market Continuous (International), LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code) 32 Old Slip, New York, New York 10005	clephone Number (including Area Code) (212) 902-1000
	elephon Hill III III III III III III III III III
Brief Description of Business To operate as a private investment fund. JUN 1 9 2008	08052686
= ········· // /	other (please specify): imited Liability Company
Actual or Estimated Date of Incorporation or Organization: Month Year	
Butte. Civitor Canada, 174 for Galer 1010 guildens	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Beneficial Owner ☐ Executive Officer ☐ Director General Partner and/or □ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Goldman Sachs Asset Management, L.P. (the Issuer's Managing Member) Business or Residence Address (Number and Street, City, State, Zip Code) 32 Old Slip, New York, NY 10005 General Partner and/or Beneficial Owner Executive Officer Director Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) Pulitzer Marital Trust B UAD 6 12 74 Business or Residence Address (Number and Street, City, State, Zip Code) Pulitzer Foundation for Arts, 3716 Washington Boulevard, St. Louis, MO 63108 General Partner and/or ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Chropukva, Gary Business or Residence Address (Number and Street, City, State, Zip Code) 32 Old Slip, New York, NY 10005 Executive Officer Director General Partner and/or Beneficial Owner ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Ioffe, Len Business or Residence Address (Number and Street, City, State, Zip Code) 32 Old Slip, New York, NY 10005 General Partner and/or □ Promoter ☐ Beneficial Owner ☑ Executive Officer Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Jones, Robert (Number and Street, City, State, Zip Code) Business or Residence Address 32 Old Slip, New York, NY 10005 Executive Officer Director General Partner and/or Beneficial Owner 🗹 ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Mulvihill, Donald (Number and Street, City, State, Zip Code) Business or Residence Address 32 Old Slip, New York, NY 10005 General Partner and/or Executive Officer Director Check Box(es) that Apply: ☐ Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Vora, Monali (Number and Street, City, State, Zip Code) **Business or Residence Address** 32 Old Slip, New York, NY 10005 ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General Partner and/or ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Wianecki, Karl D. Business or Residence Address (Number and Street, City, State, Zip Code) 32 Old Slip, New York, NY 10005

A. BASIC IDENTIFICATION DATA

				B. IN	FORMAT	ION ABO	UT OFFI	ERING				
				-	-						Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								*************		Ø		
	Answer also in Appendix, Column 2, if filing under ULOE.											
 What is the minimum investment that will be accepted from any individual? *The fund may accept subscriptions for lesser amounts in the sole discretion of the Managing Member. 									\$ 1,000,000*			
- 1110	iuno may a	ссері зирзі	., puons io	. 103501 411	.04.143 122 011				•		Yes	No
3 Does	the offering	nermit ioin	t ownership	of a single	unit?	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		******	☑	
3. Does the offering permit joint ownership of a single unit?4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any												
4. Enter the information requested for each person who has been or will be paid or given, directly of indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.										offering. th a state		
	ne (Last name							 -			•	
	n, Sachs & C											
Business	or Residence	e Address (1	Number and	Street, Cit	y, State, Zip	Code)	_ .	•				
	l Street, Nev											
Name of	Associated I	Broker or D	ealer								-	
				·					<u> </u>			
States in	Which Perso "All States"	n Listed Ha	s Solicited	or Intends t	o Solicit Pu	rchasers					🗹 A	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[/IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]_	[WI]	[WY]	[PR]
Full Nam	e (Last name	e first, if inc	lividual)									
Business	or Residence	e Address (1	Number and	Street, Cit	y, State, Zip	Code)	-					
Name of	Associated I	Broker or D	ealer									
States in	Which Perso	n Listed Ha	s Solicited	or Intends t	o Solicit Pu	rchasers		-				1 C
	"All States"											
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[IL]	[IN]	[IA]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[OH]	[OK]	[OR]	[PA]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	ic (Last name			[]	<u> </u>				. ,		<u>=_</u>	
Business	or Residence	e Address (Number and	Street, Cit	y, State, Zip	Code)	•	<u> </u>				
Name of	Associated F	Broker or D	ealer									
	Which Perso									. -	_	
	"All States"											All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	(NH)	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	(OK) [WI]	[OR] [WY]	[PA] [PR]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[AA 1]	[** 1]	[1 1/]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of					
	the securities offered for exchange and already exchanged.		Aggragata			Amount Already
	Type of Security		Aggregate Offering Price			Sold
	Debt	\$_	0	_	\$_	0
	Equity	\$_	_ 0	_	\$_	0
	☐ Common ☐ Preferred					
	Convertible Securities (including warrants)	\$_	0	_	\$_	0
	Partnership Interests	\$_	0	_	\$_	0
	Other (Specify) Limited Liability Company Units	\$_	178,463,056	_	\$_	178,463,056
	Total	\$_	178,463,056	_	\$_	178,463,056
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					Aggregate
			Number Investors			Aggregate Dollar Amount of Purchases
	Accredited Investors	_	58	_	\$_	178,463,056
	Non-accredited Investors	_	0	_	\$_	0
	Total (for filings under Rule 504 only)	_	N/A	_	\$_	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		Time of			Dollar Amount
	Type of offering		Type of Security			Sold
	Rule 505	_	N/A	_	s _	N/A
	Regulation A		N/A	_	\$_	N/A
	Rule 504:		N/A	_	\$	N/A
	Total	_	N/A	_	\$_	N/A
tl tl	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of the expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees			•	\$_	0
	Printing and Engraving Costs				\$ _	0
	Legal Fees		₽		\$ _	69,671
	Accounting Fees				\$ _	0
	Engineering Fees.				\$_	0
	Sales Commissions (specify finders' fees separately)				\$_	. 0
	Other Expenses (identify) legal and miscellaneous				\$_	0
	Total		Ø		\$_	69,671

	C. OFFERING PRICE, N	IUMBER OF INVESTORS, EXI	PENS	ES A	AND USE OF P	ROCE	EDS	
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."							•	178,393,385
to be used for furnish an opposition of the payments lis	or each of the purposes shown.	gross proceeds to the issuer used or property of the amount for any purpose is not the left of the estimate. The total iss proceeds to the issuer set forth in respectively.	knowi of th	n, ie				
					Payments to Officers, Directors, & Affiliates			Payments To Others
Salaries and	Fees			\$_	0		\$ _	0
Purchase of	real estate			\$_	0	_ 🗆	\$_	0
Purchase, re	ntal or leasing and installation o	f machinery and equipment		\$_	0	_ 🗆	\$_	0
Construction	or leasing of plant buildings ar	nd facilities		\$_	0		\$_	0
this offering	that may be used in exchan	the value of securities involved in ge for the assets or securities of		\$	0		\$	0
Repayment of	of indebtedness			\$	0	_ 🗆	\$	0
-				\$	0		\$	0
	fy): Investment capital			\$_	0	- 2	\$_	178,393,385
Column Tota	als			\$_	0	- 2	\$_	178,393,385
Total Payme	nts Listed (column totals added		☑ \$	\$ 178,393,385				
,		D. FEDERAL SIGNATU	RE		****			
following signa	ture constitutes an undertaking	signed by the undersigned duly author by the issuer to furnish to the U.S. Sec to any non-accredited investor pursua	urities	and	Exchange Commis	ssion, up	unde oon w	r Rule 505, the ritten request of
Issuer (Print or T GS TACS Mark (International)	et Continuous	Signature			Date June (Q, 2008			
Name of Signer (Richard Cundiff	* * .	Title of Signer (Print or Type) Authorized Person		-				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

